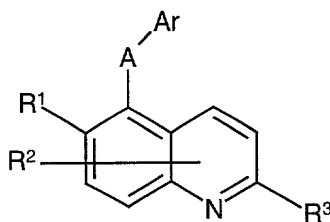


What is claimed is:

1. A compound selected from the group of compounds represented by Formula I:



wherein:

A is a $-\text{CH}_2-$, $\text{CH}(\text{OH})$, $-\text{C}(\text{O})-$, $\text{C}=\text{NOR}^4$, $-\text{NR}^5-$, $-\text{O}-$, $-\text{S}-$, $-\text{S}(\text{O})-$, or $-\text{S}(\text{O})_2-$, where R⁴ is hydrogen or alkyl and R⁵ is hydrogen, alkyl, or acyl;

Ar is an optionally substituted phenyl;

R¹ is hydrogen, alkyl, alkenyl, alkynyl, haloalkyl, heteroalkyl, cycloalkyl, cycloalkylalkyl, alkoxy, alkenyloxy, cycloalkyloxy, cycloalkylalkyloxy, haloalkyloxy, hydroxyalkyloxy, alkoxyalkyloxy, alkylthio, alkylsulfinyl, alkylsulfonyl, cycloalkylthio, cycloalkylalkylthio, hydroxy, halo, cyano, $-\text{NR}^9\text{R}^{10}$, $-\text{OCONR}^9\text{R}^{10}$, or $-\text{OSO}_2\text{R}^{11}$ where R⁹ and R¹⁰ are each independently selected from hydrogen, alkyl, and acyl; and R¹¹ is selected from alkyl, cycloalkyl, and haloalkyl;

R² is hydrogen, alkyl, alkenyl, alkoxy, hydroxy, halo, haloalkyl, heteroalkyl, alkylsulfonyl, alkylsulfinyl, alkylsulfonyl, nitro, cyano, or $-\text{NR}^9\text{R}^{10}$ where R⁹ and R¹⁰ are each independently selected from the respective group described for R⁹ and R¹⁰ previously; and R² represents substitution at any one of carbons C3, C4, C7 or C8.

R³ is $-\text{SR}^{12}$, SOR^{12} , SO_2R^{12} , or $\text{SO}_2\text{NR}^{13}\text{R}^{14}$ wherein,

R¹² is alkyl, hydroxyalkyl, alkoxyalkyl, aminoalkyl, mono or dialkylaminoalkyl, carboxyalkyl, or alkoxycarbonylalkyl;

R¹³ is hydrogen or alkyl, and

R¹⁴ is hydrogen, alkyl, cycloalkyl, cycloalkylalkyl, hydroxyalkyl, alkoxyalkyl, alkoxycarbonylalkyl, aminoalkyl, aryl, or aralkyl; or R¹³ and R¹⁴ together with

the nitrogen atom to which they are attached form a heterocycloamino group;
and
prodrugs, individual isomers, mixtures of isomers, and pharmaceutically acceptable
salts thereof.

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2. A compound of Claim 1 wherein A is -S-.

3. A compound of Claim 2 wherein

R^1 is alkyl, alkoxy, hydroxy, halogen or cyano;

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R^2 is hydrogen or methyl; and

R^3 is $S(O)_{0-2}R^{12}$ where R^{12} is alkyl.

4. A compound of Claim 3 wherein Ar is unsubstituted phenyl.

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5. A compound of Claim 3 wherein Ar is 4-substituted phenyl or 2-substituted phenyl.

6. A compound of Claim 3 wherein Ar is a disubstituted phenyl.

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7. A compound of Claim 3 wherein Ar is optionally substituted at one or more positions
with a substituent or substituents independently selected from the group consisting of
fluoro, chloro, bromo, ethoxy, and methoxy.

8. A compound of Claim 1 wherein A is -C(O)-.

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9. A compound of Claim 8 wherein

R^1 is alkyl, alkoxy, hydroxy, halogen or cyano;

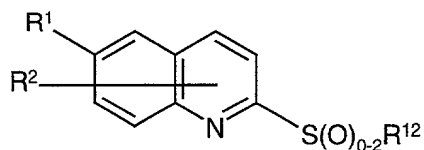
R^2 is hydrogen or methyl; and

R^3 is $S(O)_{0-2}R^{12}$ where R^{12} is alkyl.

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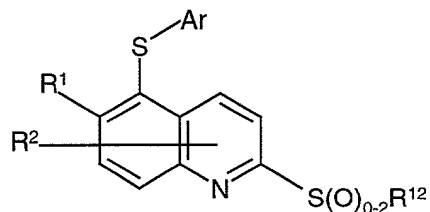
10. A compound of Claim 9 wherein Ar is unsubstituted phenyl.

11. A compound of Claim 9 wherein Ar is 4-substituted phenyl or 2-substituted phenyl.
12. A compound of Claim 9 wherein Ar is a disubstituted phenyl.
- 5 13. A compound of Claim 9 wherein Ar is optionally substituted at one or more positions with a substituent or substituents independently selected from the group consisting of fluoro, chloro, bromo, ethoxy, and methoxy.
14. A compound of Claim 1 wherein A is $-\text{CH}_2-$.
- 10 15. A compound of Claim 14 wherein
 R^1 is alkyl, alkoxy, hydroxy, halogen or cyano;
 R^2 is hydrogen or methyl; and
 R^3 is $\text{S}(\text{O})_{0-2}\text{R}^{12}$ where R^{12} is alkyl.
- 15 16. A compound of Claim 15 wherein Ar is unsubstituted phenyl.
17. A compound of Claim 15 wherein Ar is 4-substituted phenyl or 2-substituted phenyl.
- 20 18. A compound of Claim 15 wherein Ar is a disubstituted phenyl.
19. A compound of Claim 15 wherein Ar is optionally substituted at one or more positions with a substituent or substituents independently selected from the group consisting of fluoro, chloro, bromo, ethoxy, and methoxy.
- 25 20. A compound of Claim 1 wherein A is $-\text{O}-$.
21. A compound of Claim 20 wherein
 R^1 is alkyl, alkoxy, hydroxy, halogen or cyano;
30 R^2 is hydrogen or methyl; and
 R^3 is $\text{S}(\text{O})_{0-2}\text{R}^{12}$ where R^{12} is alkyl.



wherein R^1 , R^2 , and R^{12} are as defined in Claim 1,

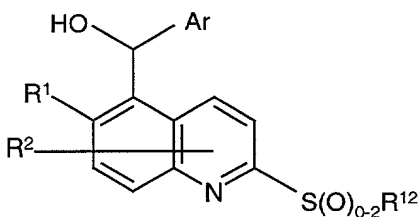
with a compound of general formula $ArSH$, to provide a compound of Formula I:



wherein Ar , R^1 , R^2 , and R^{12} are as defined in Claim 1

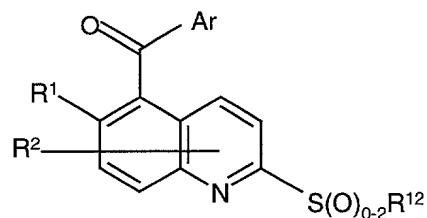
32. A process for preparing a compound selected from the group of compounds of Claim 1, which comprises

reacting a compound of general Formula



wherein R^1 , R^2 , and R^{12} , are as defined in Claim 1,

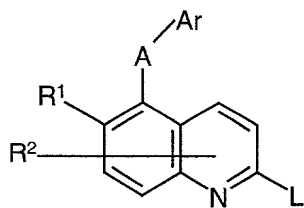
with an oxidizing agent to provide a compound of Formula I:



wherein Ar , R^1 , R^2 , and R^{12} are as defined in Claim 1.

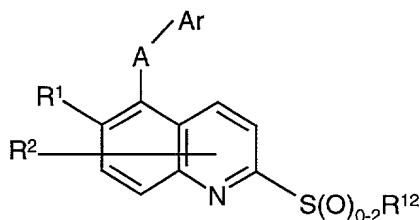
33. A process for preparing a compound selected from the group of compounds of Claim 1, which comprises

reacting a compound of general formula



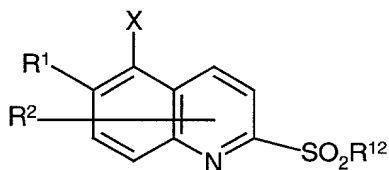
wherein A is $-NR^5$ or $-O$, and L is a leaving group such as a halogen group as defined in the specification,

with a compound of general formula $NaSR^{12}$, followed by optional oxidation to provide a compound of Formula I:



34. A process for preparing a compound selected from the group of compounds of Claim 1, which comprises

reacting a compound of general formula



wherein X is a halogen,

with an aralkyl anion compound to provide a compound of Formula I:

